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ARLINGTON, VIRGINIA 22201

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RECORDATION NO. 22383F FILED

DEC 02 '02

10-42 AM

SURFACE TRANSPORTATION BOARD

DECEMBER 2, 2002

Recordation No. 22383-F

Dear Mr. Williams:

On behalf of Wells Fargo Bank Northwest, National Association (f/k/a First Security Bank, National Association), I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Amendment and Supplement to Memorandum of Security Agreement - Chattel Mortgage ("Amendment/Supplement"), made as of NOVEMBER 21, 2002.

The parties to the enclosed Amendment/Supplement are:

Wells Fargo Bank Northwest, National Association -
(f/k/a First Security Bank, National Association),
as trustee, as Administrative Agent for the
Lenders and as Secured Party.
12th Floor
299 South Main Street
Salt Lake City, UT 84111

SECURED PARTY/for
Indexing MORTGAGEE

Flex Leasing II, LLC
Suite 730
221 Main Street
San Francisco, CA 94105

- BORROWER/for Indexing
MORTGAGOR

The said Amendment/Supplement, among other things, grants a security interest by the Borrower to the Secured Party in ALL EQUIPMENT NOW OWNED OR HEREAFTER ACQUIRED and in the lease/use agreements of the said equipment. The specific units of equipment in the instant filing in which a security interest is granted are covered in Exhibit A to the Amendment/Supplement, and a security interest is granted in the leases in Exhibit B to the Amendment/Supplement, which said leases cover the equipment in Exhibit A.

The equipment encumbered by the instant Amendment/Supplement is ALL EQUIPMENT NOW OWNED OR HEREAFTER ACQUIRED and the specific units of equipment in the instant filing are as identified in Exhibit A to the Amendment/Supplement, namely three-hundred (300) Covered Hoppers, FLOX 79100-79399 formerly identified under the IC numbers indicated in Exhibit A and formerly identified under NSCX3000-3299 and under CN368200-368499.

A short summary of the Amendment/Supplement to appear in the Surface Transportation Board Index is as follows:

“Covers ALL EQUIPMENT NOW OWNED OR HEREAFTER ACQUIRED and the lease/use agreements thereof. The units of equipment in the instant filing are as listed in Exhibit A to the Amendment/Supplement, namely FLOX 79100-79399 formerly identified under IC numbers indicated and formerly under NSCX3000-3299 and under CN368200-368499.”

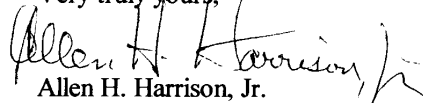
Please enter under this Recordation No. the following cross index reference:

“See Recordation Nos. 24227, 24228 and 24229”.

Enclosed is a check in the amount of sixty dollars (\$60.00) in payment of the filing fee (\$30.00) and the cross indexing fee (\$30.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for Wells Fargo Bank Northwest,
National Association (f/k/a First Security
Bank, National Association), for the purpose
of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8213-020

Exhibit A
Description of Equipment

Two Hundred (200) 5,150 cu. ft. capacity Covered Hoppers, 110-ton capacity, 286,000 lb. gross
rail load, numbered:

<u>Old Marks</u>	<u>New Marks</u>
IC 798103	FLOX 79100
IC 798268	FLOX 79101
IC 798109	FLOX 79102
IC 798115	FLOX 79103
IC 798129	FLOX 79104
IC 798139	FLOX 79105
IC 798142	FLOX 79106
IC 798146	FLOX 79107
IC 798147	FLOX 79108
IC 798152	FLOX 79109
IC 798154	FLOX 79110
IC 798157	FLOX 79111
IC 798158	FLOX 79112
IC 798159	FLOX 79113
IC 798161	FLOX 79114
IC 798183	FLOX 79115
IC 798190	FLOX 79116
IC 798197	FLOX 79117
IC 798203	FLOX 79118
IC 798279	FLOX 79119
IC 798206	FLOX 79120
IC 798219	FLOX 79121
IC 798220	FLOX 79122
IC 798224	FLOX 79123
IC 798225	FLOX 79124
IC 798227	FLOX 79125
IC 798231	FLOX 79126
IC 798233	FLOX 79127
IC 798236	FLOX 79128
IC 798237	FLOX 79129
IC 798238	FLOX 79130
IC 798239	FLOX 79131
IC 798242	FLOX 79132
IC 798247	FLOX 79133
IC 798258	FLOX 79134
IC 798266	FLOX 79135
IC 798270	FLOX 79136
IC 798276	FLOX 79137
IC 798281	FLOX 79138

Old Marks

IC 798283
IC 798287
IC 798292
IC 798295
IC 798299

IC 798100
IC 798102
IC 798105
IC 798108
IC 798110
IC 798113
IC 798114
IC 798116
IC 798117
IC 798119
IC 798126
IC 798128
IC 798133
IC 798135
IC 798138
IC 798140
IC 798141
IC 798144
IC 798145
IC 798163
IC 798164
IC 798167
IC 798169
IC 798170
IC 798172
IC 798174
IC 798175
IC 798176
IC 798184
IC 798185
IC 798188
IC 798191
IC 798193
IC 798194
IC 798198
IC 798204
IC 798205
IC 798210

New Marks

FLOX 79139
FLOX 79140
FLOX 79141
FLOX 79142
FLOX 79143

FLOX 79157
FLOX 79158
FLOX 79159
FLOX 79160
FLOX 79161
FLOX 79162
FLOX 79163
FLOX 79164
FLOX 79165
FLOX 79166
FLOX 79167
FLOX 79168
FLOX 79169
FLOX 79170
FLOX 79171
FLOX 79172
FLOX 79173
FLOX 79174
FLOX 79175
FLOX 79176
FLOX 79177
FLOX 79178
FLOX 79179
FLOX 79180
FLOX 79181
FLOX 79182
FLOX 79183
FLOX 79184
FLOX 79185
FLOX 79186
FLOX 79187
FLOX 79188
FLOX 79189
FLOX 79190
FLOX 79191
FLOX 79192
FLOX 79193
FLOX 79194

Old Marks

IC 798212
IC 798217
IC 798226
IC 798228
IC 798229
IC 798234
IC 798235
IC 798243
IC 798244
IC 798245
IC 798246
IC 798248
IC 798249
IC 798254
IC 798256
IC 798257
IC 798259
IC 798260
IC 798263
IC 798264
IC 798265
IC 798267
IC 798274
IC 798275
IC 798282
IC 798284
IC 798286
IC 798289
IC 798291
IC 798293
IC 798297
IC 798298

IC 798104
IC 798112
IC 798122
IC 798123
IC 798125
IC 798127
IC 798131
IC 798132
IC 798134
IC 798136
IC 798156

New Marks

FLOX 79195
FLOX 79196
FLOX 79197
FLOX 79198
FLOX 79199
FLOX 79200
FLOX 79201
FLOX 79202
FLOX 79203
FLOX 79204
FLOX 79205
FLOX 79206
FLOX 79207
FLOX 79208
FLOX 79209
FLOX 79210
FLOX 79211
FLOX 79212
FLOX 79213
FLOX 79214
FLOX 79215
FLOX 79216
FLOX 79217
FLOX 79218
FLOX 79219
FLOX 79220
FLOX 79221
FLOX 79222
FLOX 79223
FLOX 79224
FLOX 79225
FLOX 79226

FLOX 79267
FLOX 79268
FLOX 79269
FLOX 79270
FLOX 79271
FLOX 79272
FLOX 79273
FLOX 79274
FLOX 79275
FLOX 79276
FLOX 79277

Old Marks

IC 798160
IC 798171
IC 798182
IC 798189
IC 798207
IC 798215
IC 798216
IC 798241
IC 798262
IC 798269

IC 798101
IC 798106
IC 798107
IC 798111
IC 798124
IC 798130
IC 798137
IC 798148
IC 798149
IC 798150
IC 798151
IC 798153
IC 798162
IC 798165
IC 798166
IC 798168
IC 798173
IC 798177
IC 798180
IC 798181
IC 798186
IC 798192
IC 798196
IC 798200
IC 798202
IC 798213
IC 798214
IC 798221
IC 798223
IC 798232
IC 798240
IC 798253
IC 798255

New Marks

FLOX 79278
FLOX 79279
FLOX 79280
FLOX 79281
FLOX 79282
FLOX 79283
FLOX 79284
FLOX 79285
FLOX 79286
FLOX 79287

FLOX 79227
FLOX 79228
FLOX 79229
FLOX 79230
FLOX 79231
FLOX 79232
FLOX 79233
FLOX 79234
FLOX 79235
FLOX 79236
FLOX 79237
FLOX 79238
FLOX 79239
FLOX 79240
FLOX 79241
FLOX 79242
FLOX 79243
FLOX 79244
FLOX 79245
FLOX 79246
FLOX 79247
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FLOX 79250
FLOX 79251
FLOX 79252
FLOX 79253
FLOX 79254
FLOX 79255
FLOX 79256
FLOX 79257
FLOX 79258
FLOX 79259

Old Marks

IC 798261
IC 798271
IC 798272
IC 798277
IC 798285
IC 798288
IC 798290

New Marks

FLOX 79260
FLOX 79261
FLOX 79262
FLOX 79263
FLOX 79264
FLOX 79265
FLOX 79266

IC 798118
IC 798121
IC 798155
IC 798179
IC 798195
IC 798199
IC 798201
IC 798211
IC 798218
IC 798222
IC 798251
IC 798280
IC 798294
IC 798120
IC 798143
IC 798178
IC 798187
IC 798208
IC 798209
IC 798230
IC 798250
IC 798252
IC 798273
IC 798278
IC 798296

FLOX 79144
FLOX 79145
FLOX 79146
FLOX 79147
FLOX 79148
FLOX 79149
FLOX 79150
FLOX 79151
FLOX 79152
FLOX 79153
FLOX 79154
FLOX 79155
FLOX 79156
FLOX 79288
FLOX 79289
FLOX 79290
FLOX 79291
FLOX 79292
FLOX 79293
FLOX 79294
FLOX 79295
FLOX 79296
FLOX 79297
FLOX 79298
FLOX 79299

One Hundred (100) 5,250 cu. ft. capacity Covered Hoppers, 10-ton capacity, 286,000 lb. gross
rail load, numbered:

Old Marks

IC 798300
IC 798303
IC 798306

New Marks

FLOX 79300
FLOX 79301
FLOX 79302

Old Marks

IC 798307
IC 798310
IC 798314
IC 798318
IC 798321
IC 798323
IC 798325
IC 798327
IC 798331
IC 798332
IC 798336
IC 798342
IC 798343
IC 798357
IC 798355
IC 798358
IC 798366
IC 798367
IC 798372
IC 798374
IC 798377
IC 798385
IC 798389
IC 798390
IC 798393
IC 798395
IC 798399

IC 798304
IC 798305
IC 798309
IC 798312
IC 798315
IC 798316
IC 798317
IC 798319
IC 798324
IC 798328
IC 798329
IC 798330
IC 798339
IC 798340
IC 798341
IC 798347

New Marks

FLOX 79303
FLOX 79304
FLOX 79305
FLOX 79306
FLOX 79307
FLOX 79308
FLOX 79309
FLOX 79310
FLOX 79311
FLOX 79312
FLOX 79313
FLOX 79314
FLOX 79315
FLOX 79316
FLOX 79317
FLOX 79318
FLOX 79319
FLOX 79320
FLOX 79321
FLOX 79322
FLOX 79323
FLOX 79324
FLOX 79325
FLOX 79326
FLOX 79327
FLOX 79328
FLOX 79329

FLOX 79371
FLOX 79342
FLOX 79343
FLOX 79344
FLOX 79345
FLOX 79346
FLOX 79347
FLOX 79348
FLOX 79349
FLOX 79350
FLOX 79351
FLOX 79352
FLOX 79353
FLOX 79354
FLOX 79355
FLOX 79356

8888 111

Old Marks

IC 798348
IC 798351
IC 798353
IC 798356
IC 798368
IC 798370
IC 798373
IC 798375
IC 798381
IC 798384
IC 798386
IC 798392
IC 798394
IC 798397

IC 798311
IC 798313
IC 798326
IC 798333
IC 798344
IC 798345
IC 798346
IC 798360
IC 798362
IC 798363
IC 798369
IC 798388
IC 798391

IC 798301
IC 798322
IC 798335
IC 798338
IC 798349
IC 798352
IC 798361
IC 798364
IC 798365
IC 798371
IC 798380
IC 798382
IC 798383
IC 798396

New Marks

FLOX 79357
FLOX 79358
FLOX 79359
FLOX 79360
FLOX 79361
FLOX 79362
FLOX 79363
FLOX 79364
FLOX 79365
FLOX 79366
FLOX 79367
FLOX 79368
FLOX 79369
FLOX 79370

FLOX 79372
FLOX 79373
FLOX 79374
FLOX 79375
FLOX 79376
FLOX 79377
FLOX 79378
FLOX 79379
FLOX 79380
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FLOX 79391
FLOX 79392
FLOX 79393
FLOX 79394
FLOX 79395
FLOX 79396
FLOX 79397
FLOX 79398

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Old Marks

IC 798398
IC 798302
IC 798308
IC 798320
IC 798334
IC 798337
IC 798350
IC 798354
IC 798359
IC 798376
IC 798378
IC 798379
IC 798387

New Marks

FLOX 79399
FLOX 79330
FLOX 79331
FLOX 79332
FLOX 79333
FLOX 79334
FLOX 79335
FLOX 79336
FLOX 79337
FLOX 79338
FLOX 79339
FLOX 79340
FLOX 79341

RECORDATION NO. 22383F FILED

DEC 02 '02 10-42 AM

SURFACE TRANSPORTATION BOARD

**AMENDMENT AND SUPPLEMENT TO MEMORANDUM OF SECURITY
AGREEMENT - CHATTEL MORTGAGE**

BETWEEN

**WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION
(formerly known as First Security Bank, National Association)
("SECURED PARTY")**

AND

**FLEX LEASING II, LLC
("BORROWER")**

November 21, 2002

This Amendment and Supplement to Memorandum of Security Agreement-Chattel Mortgage (this "Amendment No. 6"), is made and entered into as of November 21, 2002, by and between Wells Fargo Bank Northwest, National Association (formerly known as First Security Bank, National Association), a national banking association, not in its individual capacity, but solely as trustee and administrative agent ("Secured Party"), and FLEX Leasing II, LLC, a Delaware limited liability company ("Borrower"), and amends and supplements that certain Memorandum of Security Agreement-Chattel Mortgage, dated as of August 31, 1999, by and between Secured Party and Borrower.

W I T N E S S E T H:

WHEREAS, Secured Party, filed that certain Memorandum of Security Agreement - Chattel Mortgage, made and entered into as of August 31, 1999, by and between Secured Party and Borrower with (i) the Surface Transportation Board (the "STB"), Recordation No. 22383, on the 31st day of August, 1999 at 3:15 p.m. and (ii) the Registrar General of Canada (the "RGC"), on the 1st day of September, 1999 at 1:15 p.m.; that certain Memorandum of Supplement, dated as of September 29, 1999 with (i) the STB, Recordation No. 22383-A, on the 29th day of September, 1999 at 2:10 p.m. and (ii) the RGC, on the 30th day of September, 1999 at 11:26 a.m.; that certain Memorandum of Supplement, dated as of December 27, 1999 with (i) the STB, Recordation No. 22383-B, on the 27th day of December, 1999 at 3:59 p.m. and (ii) the RGC, on the 29th day of December, 1999 at 2:00 p.m.; that certain Amendment and Supplement to Memorandum of Security Agreement - Chattel Mortgage, dated as of April 10, 2000 with (i) the STB, Recordation No. 22383-C, on the 10th day of April, 2000 at 12:20 p.m. and (ii) the RGC, on the 12th day of April, 2000 at 11:59 a.m.; that certain Amendment and Supplement to Memorandum of Security Agreement - Chattel Mortgage, dated as of October 5, 2000 with (i) the STB, Recordation No. 22383-D, on the 5th day of October, 2000 at 9:57 a.m. and (ii) the RGC, on the 6th day of October, 2000 at 11:23 a.m.; and that certain Amendment and Supplement to Memorandum of Security Agreement - Chattel Mortgage, dated as of December 20, 2001 with (i) the STB, Recordation Number 22383-E, on the 27th day of December, 2001 at 2:57 p.m. and (ii) the RGC, on the 14th day of January, 2002 at 2:30 p.m. (collectively, the "Memorandum of Security Agreement");

WHEREAS, pursuant to the Memorandum of Security Agreement, Secured Party holds a first priority security interest in, among other things, the railcar collateral described on Exhibit A hereto;

WHEREAS, the identification marks and lettering on the railcar collateral listed as "Old Marks" on Exhibit A hereto (the "Old Marks") have been changed to the identification marks and lettering of the railcars listed as "New Marks" on Exhibit A hereto (the "New Marks");

WHEREAS, the remarked railcar collateral listed on Exhibit A hereto is subject to the leases described on Exhibit B hereto (the "Replacement Leases");

WHEREAS, Borrower has terminated Master Car Lease Agreement, dated as of October 8, 1998, and Schedule No. 1 to Master Car Lease Agreement, dated as of October 8, 1998 (together, the "Terminated Lease"), each by and between Illinois Central Railroad, as Lessee,

and Borrower, as assignee of Flex Leasing Corporation ("Flex"), as Lessor, and has placed the railcars formerly under the Terminated Lease under lease pursuant to the Replacement Leases;

WHEREAS, Borrower has terminated Schedule No. 01, dated March 10, 2000, and Schedule No. 02, dated July 24, 2000 (the "Terminated Schedules") to Master Car Lease Agreement, dated as of March 10, 2000, by and between Variform Incorporated ("Variform"), as Lessee, and Borrower, as assignee of Flex, as Lessor, and has placed the railcars formerly under the Terminated Schedules under lease to Variform, pursuant to the schedule described on Exhibit C hereto (the "Replacement Schedule"), by and between Borrower, as Lessor, and Variform, as Lessee;

WHEREAS, Borrower has partially terminated the Letter Agreement for the use of freight cars (the "Partially Terminated Letter Agreement"), dated August 3, 2000, between Borrower, as Lessor, and Chevron Phillips Chemical Company, LP, as Lessee, insofar as it relates to the railcar bearing car mark FLOX 9216 formerly under the Partially Terminated Letter Agreement, and has placed such railcar under lease to Variform pursuant to the Replacement Schedule; and

WHEREAS, the Secured Party and Borrower wish to amend and supplement the Memorandum of Security Agreement as set forth below;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, intending to be legally bound, the Secured Party and Borrower hereby agree as follows:

1. The New Marks listed on Exhibit A hereto are hereby substituted for the Old Marks listed on Exhibit A hereto on Schedule A to the Memorandum of Security Agreement.
2. The Terminated Lease is hereby deleted from Schedule B to the Memorandum of Security Agreement and released from the terms and conditions of the Memorandum of Security Agreement, and the Replacement Leases are hereby added in lieu thereof to Schedule B to the Memorandum of Security Agreement.
3. The Terminated Schedules are hereby deleted from Schedule B to the Memorandum of Security Agreement and released from the terms and conditions of the Memorandum of Security Agreement, and the Replacement Schedule is hereby added in lieu thereof to Schedule B to the Memorandum of Security Agreement.
4. The Partially Terminated Letter Agreement is hereby deleted from Schedule B to the Memorandum of Security Agreement and is released from the terms and conditions of the Memorandum of Security Agreement insofar as it relates to the railcar bearing car mark FLOX 9216.
5. The Replacement Leases and the Replacement Schedule are hereby added to Schedule B to the Memorandum of Security Agreement and are subjected to all terms and conditions of the Memorandum of Security Agreement, to the same extent and with the same

effect as if the Replacement Leases and Replacement Schedule had been originally described in the Memorandum of Security Agreement.

6. From and after the date hereof, each reference in the Memorandum of Security Agreement, and in the documents delivered in connection therewith, to the Memorandum of Security Agreement shall be deemed a reference to the Memorandum of Security Agreement as amended by this Amendment No. 6. Except as expressly amended hereby, the Memorandum of Security Agreement shall continue in full force and effect.

7. This Amendment No. 6 may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION (formerly known as First
Security Bank, National Association), not in its individual
capacity, but solely as trustee and administrative agent

By: 

Name: Krystal Bagshaw

Title: Assistant Trust Officer

FLEX LEASING II, LLC, a Delaware limited liability
company, as Borrower

By: Its Asset Manager,
FLEX Asset Management Corporation,
a Delaware corporation

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION (formerly known as First
Security Bank, National Association), not in its individual
capacity, but solely as trustee and administrative agent

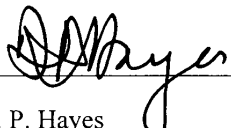
By: _____

Name: _____

Title: _____

FLEX LEASING II, LLC, a Delaware limited liability
company, as Borrower

By: Its Asset Manager,
FLEX Asset Management Corporation,
a Delaware corporation

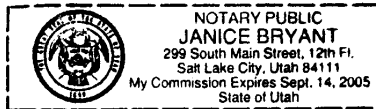
By:  _____

Name: D. P. Hayes

Title: President

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 21st day of November, 2002, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the Assistant Trust Officer of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.



Janice Bryant
NOTARY PUBLIC

My commission expires: _____

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this _____ day of _____, 2002, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of FLEX ASSET MANAGEMENT CORPORATION, the asset manager of FLEX LEASING II, LLC, that the foregoing instrument was signed on behalf of said corporation as asset manager of FLEX LEASING II, LLC, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this ____ day of _____, 2002, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 31st day of October, 2002, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn, says that he is the President of FLEX ASSET MANAGEMENT CORPORATION, the asset manager of FLEX LEASING II, LLC, that the foregoing instrument was signed on behalf of said corporation as asset manager of FLEX LEASING II, LLC, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: June 28, 2005

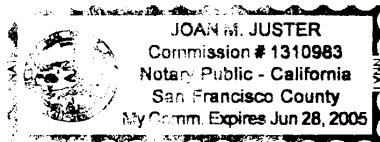


Exhibit A
Description of Equipment

Two Hundred (200) 5,150 cu. ft. capacity Covered Hoppers, 110-ton capacity, 286,000 lb. gross
rail load, numbered:

<u>Old Marks</u>	<u>New Marks</u>
IC 798103	FLOX 79100
IC 798268	FLOX 79101
IC 798109	FLOX 79102
IC 798115	FLOX 79103
IC 798129	FLOX 79104
IC 798139	FLOX 79105
IC 798142	FLOX 79106
IC 798146	FLOX 79107
IC 798147	FLOX 79108
IC 798152	FLOX 79109
IC 798154	FLOX 79110
IC 798157	FLOX 79111
IC 798158	FLOX 79112
IC 798159	FLOX 79113
IC 798161	FLOX 79114
IC 798183	FLOX 79115
IC 798190	FLOX 79116
IC 798197	FLOX 79117
IC 798203	FLOX 79118
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IC 798237	FLOX 79129
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IC 798239	FLOX 79131
IC 798242	FLOX 79132
IC 798247	FLOX 79133
IC 798258	FLOX 79134
IC 798266	FLOX 79135
IC 798270	FLOX 79136
IC 798276	FLOX 79137
IC 798281	FLOX 79138

<u>Old Marks</u>	<u>New Marks</u>
IC 798283	FLOX 79139
IC 798287	FLOX 79140
IC 798292	FLOX 79141
IC 798295	FLOX 79142
IC 798299	FLOX 79143
IC 798100	FLOX 79157
IC 798102	FLOX 79158
IC 798105	FLOX 79159
IC 798108	FLOX 79160
IC 798110	FLOX 79161
IC 798113	FLOX 79162
IC 798114	FLOX 79163
IC 798116	FLOX 79164
IC 798117	FLOX 79165
IC 798119	FLOX 79166
IC 798126	FLOX 79167
IC 798128	FLOX 79168
IC 798133	FLOX 79169
IC 798135	FLOX 79170
IC 798138	FLOX 79171
IC 798140	FLOX 79172
IC 798141	FLOX 79173
IC 798144	FLOX 79174
IC 798145	FLOX 79175
IC 798163	FLOX 79176
IC 798164	FLOX 79177
IC 798167	FLOX 79178
IC 798169	FLOX 79179
IC 798170	FLOX 79180
IC 798172	FLOX 79181
IC 798174	FLOX 79182
IC 798175	FLOX 79183
IC 798176	FLOX 79184
IC 798184	FLOX 79185
IC 798185	FLOX 79186
IC 798188	FLOX 79187
IC 798191	FLOX 79188
IC 798193	FLOX 79189
IC 798194	FLOX 79190
IC 798198	FLOX 79191
IC 798204	FLOX 79192
IC 798205	FLOX 79193
IC 798210	FLOX 79194

<u>Old Marks</u>	<u>New Marks</u>
IC 798212	FLOX 79195
IC 798217	FLOX 79196
IC 798226	FLOX 79197
IC 798228	FLOX 79198
IC 798229	FLOX 79199
IC 798234	FLOX 79200
IC 798235	FLOX 79201
IC 798243	FLOX 79202
IC 798244	FLOX 79203
IC 798245	FLOX 79204
IC 798246	FLOX 79205
IC 798248	FLOX 79206
IC 798249	FLOX 79207
IC 798254	FLOX 79208
IC 798256	FLOX 79209
IC 798257	FLOX 79210
IC 798259	FLOX 79211
IC 798260	FLOX 79212
IC 798263	FLOX 79213
IC 798264	FLOX 79214
IC 798265	FLOX 79215
IC 798267	FLOX 79216
IC 798274	FLOX 79217
IC 798275	FLOX 79218
IC 798282	FLOX 79219
IC 798284	FLOX 79220
IC 798286	FLOX 79221
IC 798289	FLOX 79222
IC 798291	FLOX 79223
IC 798293	FLOX 79224
IC 798297	FLOX 79225
IC 798298	FLOX 79226
IC 798104	FLOX 79267
IC 798112	FLOX 79268
IC 798122	FLOX 79269
IC 798123	FLOX 79270
IC 798125	FLOX 79271
IC 798127	FLOX 79272
IC 798131	FLOX 79273
IC 798132	FLOX 79274
IC 798134	FLOX 79275
IC 798136	FLOX 79276
IC 798156	FLOX 79277

Old Marks

IC 798160
IC 798171
IC 798182
IC 798189
IC 798207
IC 798215
IC 798216
IC 798241
IC 798262
IC 798269

New Marks

FLOX 79278
FLOX 79279
FLOX 79280
FLOX 79281
FLOX 79282
FLOX 79283
FLOX 79284
FLOX 79285
FLOX 79286
FLOX 79287

IC 798101
IC 798106
IC 798107
IC 798111
IC 798124
IC 798130
IC 798137
IC 798148
IC 798149
IC 798150
IC 798151
IC 798153
IC 798162
IC 798165
IC 798166
IC 798168
IC 798173
IC 798177
IC 798180
IC 798181
IC 798186
IC 798192
IC 798196
IC 798200
IC 798202
IC 798213
IC 798214
IC 798221
IC 798223
IC 798232
IC 798240
IC 798253
IC 798255

FLOX 79227
FLOX 79228
FLOX 79229
FLOX 79230
FLOX 79231
FLOX 79232
FLOX 79233
FLOX 79234
FLOX 79235
FLOX 79236
FLOX 79237
FLOX 79238
FLOX 79239
FLOX 79240
FLOX 79241
FLOX 79242
FLOX 79243
FLOX 79244
FLOX 79245
FLOX 79246
FLOX 79247
FLOX 79248
FLOX 79249
FLOX 79250
FLOX 79251
FLOX 79252
FLOX 79253
FLOX 79254
FLOX 79255
FLOX 79256
FLOX 79257
FLOX 79258
FLOX 79259

Old Marks

IC 798261
IC 798271
IC 798272
IC 798277
IC 798285
IC 798288
IC 798290

New Marks

FLOX 79260
FLOX 79261
FLOX 79262
FLOX 79263
FLOX 79264
FLOX 79265
FLOX 79266

IC 798118
IC 798121
IC 798155
IC 798179
IC 798195
IC 798199
IC 798201
IC 798211
IC 798218
IC 798222
IC 798251
IC 798280
IC 798294
IC 798120
IC 798143
IC 798178
IC 798187
IC 798208
IC 798209
IC 798230
IC 798250
IC 798252
IC 798273
IC 798278
IC 798296

FLOX 79144
FLOX 79145
FLOX 79146
FLOX 79147
FLOX 79148
FLOX 79149
FLOX 79150
FLOX 79151
FLOX 79152
FLOX 79153
FLOX 79154
FLOX 79155
FLOX 79156
FLOX 79288
FLOX 79289
FLOX 79290
FLOX 79291
FLOX 79292
FLOX 79293
FLOX 79294
FLOX 79295
FLOX 79296
FLOX 79297
FLOX 79298
FLOX 79299

One Hundred (100) 5,250 cu. ft. capacity Covered Hoppers, 110-ton capacity, 286,000 lb. gross rail load, numbered:

Old Marks

IC 798300
IC 798303
IC 798306

New Marks

FLOX 79300
FLOX 79301
FLOX 79302

<u>Old Marks</u>	<u>New Marks</u>
IC 798307	FLOX 79303
IC 798310	FLOX 79304
IC 798314	FLOX 79305
IC 798318	FLOX 79306
IC 798321	FLOX 79307
IC 798323	FLOX 79308
IC 798325	FLOX 79309
IC 798327	FLOX 79310
IC 798331	FLOX 79311
IC 798332	FLOX 79312
IC 798336	FLOX 79313
IC 798342	FLOX 79314
IC 798343	FLOX 79315
IC 798357	FLOX 79316
IC 798355	FLOX 79317
IC 798358	FLOX 79318
IC 798366	FLOX 79319
IC 798367	FLOX 79320
IC 798372	FLOX 79321
IC 798374	FLOX 79322
IC 798377	FLOX 79323
IC 798385	FLOX 79324
IC 798389	FLOX 79325
IC 798390	FLOX 79326
IC 798393	FLOX 79327
IC 798395	FLOX 79328
IC 798399	FLOX 79329

IC 798304	FLOX 79371
IC 798305	FLOX 79342
IC 798309	FLOX 79343
IC 798312	FLOX 79344
IC 798315	FLOX 79345
IC 798316	FLOX 79346
IC 798317	FLOX 79347
IC 798319	FLOX 79348
IC 798324	FLOX 79349
IC 798328	FLOX 79350
IC 798329	FLOX 79351
IC 798330	FLOX 79352
IC 798339	FLOX 79353
IC 798340	FLOX 79354
IC 798341	FLOX 79355
IC 798347	FLOX 79356

<u>Old Marks</u>	<u>New Marks</u>
IC 798348	FLOX 79357
IC 798351	FLOX 79358
IC 798353	FLOX 79359
IC 798356	FLOX 79360
IC 798368	FLOX 79361
IC 798370	FLOX 79362
IC 798373	FLOX 79363
IC 798375	FLOX 79364
IC 798381	FLOX 79365
IC 798384	FLOX 79366
IC 798386	FLOX 79367
IC 798392	FLOX 79368
IC 798394	FLOX 79369
IC 798397	FLOX 79370

IC 798311	FLOX 79372
IC 798313	FLOX 79373
IC 798326	FLOX 79374
IC 798333	FLOX 79375
IC 798344	FLOX 79376
IC 798345	FLOX 79377
IC 798346	FLOX 79378
IC 798360	FLOX 79379
IC 798362	FLOX 79380
IC 798363	FLOX 79381
IC 798369	FLOX 79382
IC 798388	FLOX 79383
IC 798391	FLOX 79384

IC 798301	FLOX 79385
IC 798322	FLOX 79386
IC 798335	FLOX 79387
IC 798338	FLOX 79388
IC 798349	FLOX 79389
IC 798352	FLOX 79390
IC 798361	FLOX 79391
IC 798364	FLOX 79392
IC 798365	FLOX 79393
IC 798371	FLOX 79394
IC 798380	FLOX 79395
IC 798382	FLOX 79396
IC 798383	FLOX 79397
IC 798396	FLOX 79398

Old Marks

IC 798398
IC 798302
IC 798308
IC 798320
IC 798334
IC 798337
IC 798350
IC 798354
IC 798359
IC 798376
IC 798378
IC 798379
IC 798387

New Marks

FLOX 79399
FLOX 79330
FLOX 79331
FLOX 79332
FLOX 79333
FLOX 79334
FLOX 79335
FLOX 79336
FLOX 79337
FLOX 79338
FLOX 79339
FLOX 79340
FLOX 79341

Exhibit B
Replacement Leases

1. Master Car Lease Agreement dated as of March 1, 2002 by and between Flex and Archer Daniels Midland Company ("Archer Daniels"), Schedule No. 01 dated March 18, 2002 to Master Car Lease Agreement dated as of March 1, 2002 by and between Flex and Archer Daniels, Schedule No. 02 dated June 18, 2002 to Master Car Lease Agreement dated as of March 1, 2002 by and between Flex and Archer Daniels, and Schedule No. 03 dated August 28, 2002 to Master Car Lease Agreement dated as of March 1, 2002 by and between Flex and Archer Daniels, which Master Car Lease Agreement and such Schedules, insofar as they relate to the equipment on Schedule A to the Security Agreement, have been assigned by Flex to Flex II.
2. Master Car Lease Agreement dated as of July 30, 2002 by and between Flex and A.E. Staley Manufacturing Co. ("A.E. Staley") and Schedule No. 01 dated July 30, 2002 to Master Car Lease Agreement dated as of July 30, 2002 between Flex and A.E. Staley, which Master Car Lease Agreement and such Schedule, insofar as they relate to the equipment on Schedule A to the Security Agreement, have been assigned by Flex to Flex II.
3. Master Car Lease Agreement, dated as of September 27, 2002, by and between Flex and Feed Ingredient Trading Corp. ("Feed Ingredient"), and Schedule No. 01, dated September 27, 2002 to Master Car Lease Agreement, dated as of September 27, 2002, between Flex and Feed Ingredient, which Master Car Lease Agreement and such Schedule, insofar as they relate to the equipment on Schedule A to the Security Agreement have been assigned by Flex to Flex II.

Exhibit C

Replacement Schedule

Schedule No. 03, dated February 6, 2002, to the Master Car Lease Agreement, dated as of March 10, 2000, by and between Flex II and Variform.